

RECORDATION 7570-14

OCT 21 1974 11:25 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of September 15, 1974, between MANUFACTURERS HANOVER TRUST COMPANY (hereinafter called the Trustee), and TRAILER TRAIN COMPANY (hereinafter called the Company).

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of July 1, 1974 (hereinafter called the Equipment Trust Agreement), filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 15, 1974, and assigned recordation number 7570; and

WHEREAS the parties hereto desire to amend the Equipment Trust Agreement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Section 6.01 of the Equipment Trust Agreement is hereby amended by substituting the percentage "25%" for the words "a majority" in the first and second paragraphs thereof.
2. Except as amended hereby, the Equipment Trust Agreement shall remain in full force and effect.
3. The Company will promptly cause this Amendment

Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MANUFACTURERS HANOVER TRUST COMPANY,

by


Trust Officer
ASST. VICE PRESIDENT

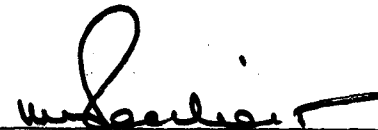
[Corporate Seal]

Attest:


ASSISTANT SECRETARY

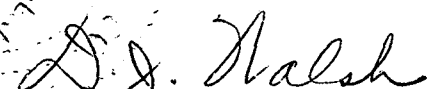
TRAILER TRAIN COMPANY,

by



[Corporate Seal]

Attest:

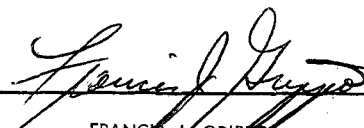

Asst. Secretary

VICE PRESIDENT, FINANCE

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 8 day of October 1974, before me personally appeared Peter J Murphy, to me personally known, who, being by me duly sworn, says that he is ^{an Agent} ~~a Trust~~ Vice President ~~Officer~~ of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]


FRANCIS J. GRILLO
Notary Public, State of New York
No. 43-4522535
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1976

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this day of 1974, before me
personally appeared , to me personally
known, who, being by me duly sworn says that he is
of TRAILER TRAIN COMPANY, that one of the seals affixed to the
foregoing instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission expires: